unit, f3 is the focal length of the third unit, v3n is the Abbe number of the material for the

negative lens of the third unit, and N3n is the refractive index.--.

IN THE CLAIMS:

Please replace claims 1, 9, 11, and 16 with the following:

--1. (Amended) A zoom lens comprising, in order from an object side to an image side:

a first lens unit of a negative optical power, said first lens unit being a lens unit disposed

at a position closest to the object side in the zoom lens;

a second lens unit of a positive optical power, said second lens unit being a lens unit

disposed at a position following the first lens unit in order from the object side; and

a third lens unit of a positive optical power, said third lens unit being a lens unit

disposed at a position following the second lens unit in order from the object side, said third

lens unit having a cemented lens formed by cementing a positive lens element to a negative

lens element and moving along an optical axis for zooming,

wherein a space between said first and second lens units decreases, and a space between

said second lens unit and said third lens unit increases in zooming from a wide angle end to a

telephoto end, and

letting NLi be the number of lens elements constituting an ith lens unit, a condition

defined by

$$NL3 < NL2 \leq NL1$$

is satisfied.

9. (Amended) A zoom lens comprising, in order from an object side to an image side:

a first lens unit of a negative optical power;

a second lens unit of a positive optical power; and

a third lens unit of a positive optical power, said third lens unit having a cemented lens

formed by cementing a positive lens element to a negative lens element and moving along an

optical axis for zooming,

wherein a space between said first and second lens units decreases, and a space between

said second lens unit and said third lens unit increases in zooming from a wide angle end to a

telephoto end, and

letting NLi be the number of lens elements constituting an ith lens unit, a condition

defined by

$$NL3 < NL2 \leq NL1$$

is satisfied; and

wherein said third lens unit moves along a convex locus to the image side in zooming

from the wide angle end to the telephoto end.

11. (Amended) A zoom lens according to claim 1, wherein letting f3n be a focal length

of the negative lens element of the cemented lens of said third lens unit, f3 be a focal length of

said third lens unit, v3n be an Abbe number of the negative lens element of the cemented lens

of said third lens unit, and N3n be a refractive index of the negative lens element of the

cemented lens of said third lens unit, conditional expressions,

$0.8 < |f3n/f3| < 1.7$

$v3n < 40$

$1.7 < N3n$

are satisfied.

16. (Amended) A zoom according to claim 1, wherein

said second lens unit has, in order from the object side to the image side a cemented

lens formed by cementing a positive lens element to a negative lens element and a positive lens

element in a biconvex shape surfaces, and

letting Ra be a radius of curvature of a lens surface of the cemented lens of said second

lens unit which is located nearest to the object side, Rb be a radius of curvature of a lens

surface of the cemented lens of said second lens unit which is located nearest to an image side,

Rc be a radius of curvature of a lens surface of said positive lens element in a biconvex shape

which is located on the object side, Rd be a radius of curvature of a lens surface of said positive

lens element in the biconvex shape which is located on the image side, d be a thickness of the

cemented lens of said second lens unit on the optical axis, fw be a focal length of an overall

system at a wide angel end, f3n be a focal length of the negative lens element of the cemented

lens of said third lens unit, f3 be a focal length of said third lens unit, v3n be an Abbe number

of the negative lens element of the cemented lens of said third lens unit, and N3n be a refractive

index, conditional expressions,

$0.7 < Rb/Ra < 1.2$

$-0.6 < (Rd + Rc)/(Rd - Rc) < 0.6$

$$0.3 < d/fw < 0.5$$

$$0.8 < |f3n/f3| < 1.7$$

$$v3n < 40$$

$$1.7 < N3n$$

are satisfied.--.

Please add new claims 21-25 as follows:

21. (New) A zoom lens comprising, in order from an object side to an image side:

a first lens unit of a negative optical power, said first lens unit being a lens unit disposed at a position closest to the object side in the zoom lens;

a second lens unit of a positive optical power, said second lens unit being a lens unit disposed at a position following the first lens unit in order from the object side, said second lens unit having a cemented lens; and

a third lens unit of a positive optical power, said third lens unit being a lens unit in order from the object side, said third lens unit moving along an optical axis for zooming,

wherein a space between said first and second lens unit decreases, and a space between said second lens unit and said third lens unit increases in zooming from a wide angle end to a telephoto end, and

letting NLi be the number of lens elements constituting an ith lens unit, a conditional expressions,

$$NL3 < NL2 \leq NL1$$

$$NL2 = 3$$

are satisfied.

22. (New) A zoom lens comprising, in order from an object side to an image side:

a first lens unit of a negative optical power, said first lens unit being a lens unit disposed at a position closest to the object side in the zoom lens;

a second lens unit of a positive optical power; said second lens unit being a lens unit disposed at a position following the first lens unit in order from the object side, said second lens unit having a cemented lens formed by cementing a positive lens element to a negative lens element, a thickness of the positive lens element constituting the cemented lens ~~beign~~ being greater than a thickness of the negative lens element; and

a third lens unit of a positive optical power, said third lens unit being a lens unit disposed at a position following the second lens unit in order from the object side, said third lens unit moving along an optical axis for zooming,

wherein a space between said first and second lens unit decreases, and a space between said second lens unit and said third lens unit increases in zooming from a wide angle end to a telephoto end, and

letting NLi be the number of lens elements constituting an ith lens unit, a condition defined by

$$NL3 < NL2 \leq NL1$$

is satisfied.

23. (New) An image taking apparatus comprising:

a photoelectric conversion element; and

an image taking lens for forming an image of an object on a photosensitive surface of the photoelectric conversion element, said image taking lens comprising said zoom lens defined in claim 21.

24. (New) An image taking apparatus comprising:

a photoelectric conversion element; and

an image taking lens for forming an image of an object on a photosensitive surface of the photoelectric conversion element, said image taking lens comprising said zoom lens defined in claim 22.

25. (New) An image taking apparatus comprising:

a photoelectric conversion element; and

an image taking lens for forming an image of an object on a photosensitive surface of the photoelectric conversion element, said image taking lens comprising said zoom lens defined in claim 24.